

**EXHIBIT A**

**Proposed Order**



reviewed the Application and having heard the statements in support of the relief requested therein at any hearing before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Application and at any Hearing establish just cause for the relief granted herein; and this Court having found and determined that the relief sought in the Application is in the best interests of the Debtor, the Debtor’s estate, its creditors and other parties in interest; and upon all of the proceedings had before this Court and the record herein; and after due deliberation and good and sufficient cause appearing therefor

**IT IS HEREBY ORDERED THAT:**

1. The Debtor is authorized to retain and employ Baker Botts as its counsel in the chapter 11 case, in accordance with sections 327(a) and 328(a) of the Bankruptcy Code, Rule 2014(a) of the Bankruptcy Rules and Bankruptcy Local Rules 2014-1 and 2016-1 on the terms and conditions set forth in the Application effective as of the Petition Date.

2. Baker Botts is authorized to render the professional services set forth in the Application.

3. Baker Botts shall be compensated for its services and reimbursed for any related expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, the Guidelines and any other applicable orders or procedures of this Court.

4. Baker Botts shall file applications for monthly, interim and final allowance of its compensation and reimbursement of expenses in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, any applicable provisions and procedures set forth in the Bankruptcy Rules, the Bankruptcy Local Rules, and such other procedures as may be fixed by order of this Court.

5. For billing purposes on hourly fees as described in the Application, Baker Botts shall keep its time in one tenth (1/10) hour increments.

6. Prior to any increases in Baker Botts' rates with respect to this Order and the Application, Baker Botts shall file a supplemental declaration with the Court and provide ten (10) days' notice to the Debtor, the United States Trustee and the Committee, which supplemental declaration shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and state whether the Debtor has consented to the rate increase. The United States Trustee retains all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and all rates and rate increases are subject to review by the Court.

7. To the extent that Baker Botts uses the services of contract attorneys in this case, Baker Botts (a) shall pass-through the cost of such contract attorneys to the Debtor at the same rate that Baker Botts pays the contract attorneys; (b) shall seek reimbursement for actual out-of-pocket expenses only; and (c) shall use commercially reasonable efforts to ensure that the contract attorneys are subject to the same conflict checks and disclosures as required of Baker Botts by Bankruptcy Rule 2014.

8. Notwithstanding anything to the contrary in the Application or the Spiegel Declaration, Baker Botts shall not be entitled to reimbursement for fees and expenses in connection with the defense of any objections to its fees, without further order of the Court.

9. The Debtor and Baker Botts are authorized, but not directed to, enter an engagement letter that memorializes the terms of Baker Botts' retention and employment as counsel to the Debtor as approved by this Order.

10. Baker Botts shall use its reasonable efforts to avoid any duplication of services provided by any other professionals retained by the Debtor in this chapter 11 case.

11. To the extent the Application or the Spigel Declaration, is inconsistent with this Order, the terms of this Order shall govern.

12. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

13. This Order shall be immediately effective and enforceable upon its entry.

14. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated \_\_\_\_\_, 2021

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THE HONORABLE MARVIN ISGUR  
UNITED STATES BANKRUPTCY JUDGE